

KIRKPATRICK & LOCKHART
NICHOLSON GRAHAM LLP
Edward M. Fox, Esq. (EF1619)
599 Lexington Avenue
New York, New York 10022
Telephone (212) 536-3900

Hearing Date: January 5, 2006
10:00 A.M.

Attorneys for Wilmington Trust Company,
as Indenture Trustee

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:
	:
DELPHI CORPORATON, <i>et al.</i> ,	:
	:
Debtors.	:
	:
-----X	

Chapter 11
Case No. 05-44481 (RDD)
(Jointly Administered)

**STATEMENT OF WILMINGTON TRUST COMPANY, AS INDENTURE TRUSTEE,
WITH RESPECT TO THE MOTION OF LAW DEBENTURE TRUST COMPANY OF
NEW YORK REQUESTING AN ORDER TO CHANGE THE MEMBERSHIP OF THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Wilmington Trust Company ("WTC"), in its capacity as indenture trustee with respect to certain senior notes and debentures in the aggregate principal amount of \$2 billion issued by Delphi Corporation ("Delphi"), by and through its attorneys, Kirkpatrick & Lockhart Nicholson Graham LLP, hereby makes this statement with respect to the Motion of Law Debenture Trust Company of New York Requesting an Order to Change the Membership of the Official Committee of Unsecured Creditors (the "Motion"), as follows:

1. Pursuant to that certain Indenture dated as of April 28, 1999 (the "Indenture"), WTC acts as Indenture Trustee for the following issues of senior notes and debentures issued pursuant to the Indenture, all of which remain outstanding: (i) \$500,000,000 in aggregate principal amount of 6.55% Notes Due 2006 (the "2006 Notes"); (ii) \$500,000,000 in aggregate principal amount of 6 ½% Notes Due May 1, 2009 (the "2009 Notes"); (iii)

\$500,000,000 in aggregate principal amount of 6.50% Notes Due 2013 (the "2013 Notes"); and (iv) \$500,000,000 in aggregate principal amount of 7 1/8% Debentures Due May 1, 2029 (the "2029 Debentures"; together with the 2006 Notes, the 2009 Notes and the 2013 Notes, the "Senior Notes").

2. As set forth in the Motion, WTC also serves as Delaware Trustee ("Delaware Trustee") under that certain Amended and Restated Declaration of Trust dated as of October 28, 2003 and that certain Amended and Restated Declaration of Trust dated as of November 21, 2003 (collectively, the "Declarations of Trust"), with respect to Delphi Trust I and Delphi Trust II, respectively (the "Delphi Trusts"). WTC's role as Delaware Trustee is limited pursuant to Section 2.06 of each of the Declarations of Trust which provide, in pertinent part:

The Delaware Trustee shall be one of the Trustees of the Trust for the sole and limited purpose of fulfilling the requirements of Sections 3807(a) of the Delaware Statutory Trust Act and for taking such actions as are required to be taken by a Delaware trustee under the Delaware Statutory Trust Act, and shall not be entitled to exercise any powers or have any of the duties and responsibilities of the administrative Trustees or the Property Trustee described in this Declaration

and its obligations thereunder are purely ministerial in character. WTC has no legal authority or obligation to represent the interests of the Delphi Trusts as holders of the (i) 8.25% Junior Subordinated Notes Due 2033 and (ii) adjustable Rate Junior Subordinated Notes due 2033 (together, the "Subordinated Notes") issued by Delphi. Law Debenture Trust Company of New York ("Law Debenture") represents the interests of the holders of the trust preferred securities issued by the Delphi Trusts in its capacity as property trustee for each of the Delphi Trusts and represents the interests of the Holders of the Subordinated Notes in its capacity as successor indenture trustee for each of the issues of Subordinated Notes.

3. WTC is a member of the Official Committee of Unsecured Creditors (the "Committee"). In its capacity as a member of the Committee, WTC is fully cognizant of its responsibility to serve the interests of the entire class of unsecured creditors, and its ability to discharge that duty is not in any way compromised by its concurrent roles as Indenture Trustee or Delaware Trustee.

4. To the extent Law Debenture raises issues in the Motion with respect to the validity, nature, enforceability or extent of the subordination provisions of the Subordinated Notes, or otherwise with respect to the Subordinated Notes or the Senior Notes, WTC expressly reserves all of its rights and the rights of the holders of the Senior Notes with respect thereto and will address any such issues as and when they are properly before the Court for consideration.

WHEREFORE, WTC respectfully requests that this Court enter an Order with respect to the Motion granting such relief as is just and proper.

Dated: New York, New York
December 30, 2005

KIRKPATRICK & LOCKHART
NICHOLSON GRAHAM LLP

By: /s/ Edward M. Fox
Edward M. Fox (EF1619)
A Member of the Firm
Attorneys for Wilmington Trust Company,
as Indenture Trustee
599 Lexington Avenue
New York, NY 10022
(212) 536-3900